

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: : Chapter 11
: :
W.R. GRACE & CO., *et al.*, : Case No. 01-1139 (JKF)
: :
Debtors. : (Jointly Administered)

**NO ORDER REQUIRED CERTIFICATION OF NO OBJECTION TO THIRTY-
EIGHTH MONTHLY APPLICATION OF KLETT ROONEY LIEBER &
SCHORLING, CO-COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY
HOLDERS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD DECEMBER 1, 2004 THROUGH DECEMBER 25, 2004
[RE: DOCKET NO. 7640]**

On January 28, 2005, Klett Rooney Lieber & Schorling, ("Klett Rooney"), co-counsel to the Official Committee of Equity Holders, filed its Thirty-Eighth Monthly Application for Compensation and Reimbursement of Expenses [Docket No. 7640] (the "Application"). The Application provided an objection deadline of 4:00 p.m. (Eastern Standard Time) on February 17, 2005. The undersigned hereby certifies that she has received no answer, objection or any responsive pleading with respect to the Application and that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Amended Administrative Order Under 11 U.S.C. Sections 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated April 19, 2002, the Debtors are authorized to pay Klett Rooney \$21,736.40 which represents eighty percent (80%) of the total fees (\$27,170.50), and \$457.47, which represents 100% of the expenses requested in the Application

upon the filing of this Certification and without the need for entry of a Court order approving the Application.

KLETT ROONEY LIEBER & SCHORLING
A Professional Corporation

By: /s/ Rhonda Thomas
Teresa K. D. Currier (No. 3080)
Rhonda L. Thomas (No. 4053)
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-and-

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Co-Counsel to the Official Committee of
Equity Holders

Dated: February 18, 2005